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January 8, 2016

Hon. Charles R. Breyer
United States District Judge
Northern District of California
450 Golden Gate Avenue
San Francisco, CA 94102

Re: *In re: Volkswagen “Clean Diesel” Marketing, Sales Practices, and Products
Liability Litigation*, MDL No. 2672 CRB (JSC)

Dear Judge Breyer:

Pursuant to Pretrial Order No. 2, I respectfully submit my application for appointment to the Plaintiffs’ Steering Committee (“PSC”). I propose to undertake the primary responsibility to represent owners of “clean diesel” vehicles harmed by Defendants’ misconduct. As set forth below, I am well-qualified to serve on the PSC in this capacity, or any other role the Court may deem appropriate, based upon my extensive experience resolving complex, nationwide class actions, including high-profile cases involving serious automotive defects. I am fully committed to the vigorous representation of class members, including devoting all appropriate resources and efforts to prosecute and resolve the litigation in an expeditious and cost-effective manner.

I. My Professional Experience And Qualifications

I am a senior and managing partner of Bernstein Litowitz Berger & Grossmann LLP (“BLB&G” or the “Firm”), a nationally recognized leader in complex class action litigation with more than 100 attorneys in offices in California, New York, Chicago and Louisiana.

Since BLB&G’s founding in 1983, we have exclusively represented plaintiffs in complex litigation, including nationwide class actions involving defective automobiles and automotive components. We have distinguished ourselves by securing landmark recoveries totaling more than \$30 billion to date in some of the most challenging actions. In these actions, we have demonstrated our ability to work cooperatively with other counsel, government regulators and parallel litigants to fashion early, global and creative settlements providing fair and comprehensive relief.



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Of particular significance to this litigation, I and my Firm have successfully prosecuted high-profile class actions involving defective automobiles, including most recently litigation against Toyota in connection with unintended acceleration and pedal entrapment defects where we obtained \$25.5 million for the class, and actions against General Motors concerning defective ignition switches and defective brakes where we reached settlements totaling over \$300 million for the class. We also successfully prosecuted a class action against the auto parts manufacturer Delphi concerning, among other things, its dealings with General Motors, where we obtained \$128 million for the class. While we represented investor class members in these actions, the core underlying facts and essential discovery concerned the automotive defects, and the exceptional results we obtained for the class members required a thorough understanding of the automotive technology and forensic analysis of the related defects.

In addition, I and my Firm have extensive experience in negotiating the efficient resolution of class actions involving foreign companies and parallel enforcement actions. For example, the Firm negotiated a groundbreaking settlement in the *In re Converium Securities Litigation*, in which we obtained \$58.4 million on behalf of investors that purchased Converium stock outside the United States, in addition to a settlement of \$85 million in the Southern District of New York on behalf of U.S. purchasers. Similarly, the Firm worked collaboratively with the SEC to distribute the government's "fair funds" recovery, in addition to BLB&G's historic \$6.19 billion settlement, in the *WorldCom* litigation.

Our success in negotiating these landmark settlements is largely attributed to our reputation as effective trial attorneys who are committed and able to prosecute large class actions through trial. This Court is familiar with my trial advocacy skills through *In re Clarent Securities Litigation*, one of the few securities class actions tried to a jury verdict and which included working with Hon. Layn R. Phillips, and in *Weaver, et al v. Informix Corporation, et al.*, which settled for \$142 million and also included working with Mr. Feinberg as Special Settlement Master. I have also personally served as lead or co-lead counsel in numerous other complex class actions within the Ninth Circuit and this District, including in cases against Maxim Corporation (\$173 million settlement), International Rectifier Corporation (\$90 million settlement), and AXA Rosenberg (\$65 million settlement), Dendreon Corporation (\$40 million settlement). Finally, my Firm secured one of the largest recoveries in the Ninth Circuit (\$1.05 billion) in a class action against McKesson Corporation.

A copy of my Firm resume, which includes my curriculum vitae highlighting my accomplishments, is attached as **Exhibit A**. The names and contact information of judges before whom I have appeared in the matters discussed herein are provided in **Exhibit B**.

As in other prominent complex class actions, the Firm is fully committed to devoting its substantial resources to this litigation, and we have demonstrated our ability to work collaboratively with other plaintiffs' counsel in this and numerous other cases. Indeed, my application for appointment to the PSC is supported by some of the most accomplished and

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respected firms also seeking leadership and/or PSC appointment in this case, as set forth in **Exhibit C**. Importantly, I and the Firm are well-known to and respected by numerous neutrals, including most of the proposed Special Settlement Masters, such as Hon. Layn R. Phillips, Hon. Daniel Weinstein, Hon. Fern M. Smith and Hon. Edward Infante, as well as Kenneth Feinberg, who VW has retained to administer its proposed claims resolution program.

II. My Contributions To This Litigation

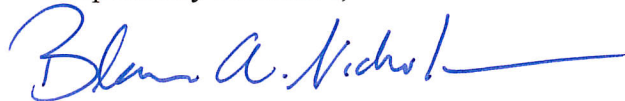
I represent prospective lead plaintiffs who were among the first to initiate representative litigation following revelations of VW's emissions cheating. On September 22, 2015, we filed a class complaint captioned *Stricklin, et al. v. Volkswagen, et al.*, No. 15-cv-7431-DOC (C.D. Cal.), on behalf of consumers nationwide and in California who purchased or leased "clean diesel" automobiles manufactured and sold by VW. In connection with this action, we retained and consulted with leading experts on automotive safety and emissions control systems. The *Stricklin* plaintiffs were also among the first to seek consolidation and centralization through the multidistrict litigation panel.

On January 5, 2016, the Court approved the selection of BLB&G as Lead Counsel in the Volkswagen securities class action litigation. I do not, nor do any of the Firm's California attorneys or staff, have any involvement in the VW securities action. In any event, there is no actual or potential conflict in my and my California litigation team's representation of the consumer class because the cases are prosecuted by different lawyers in different offices and involve completely distinct claims and different classes, and there are no ability to pay issues which could cause limited fund concerns.

III. Conclusion

In closing, I respectfully submit that I am willing, capable and committed to vigorously representing class members in this action and working together with the Court and all interested parties to swiftly and fairly resolve the litigation. I will apply my substantial experience resolving complex litigation with the twin goals of maximizing the class's recovery while minimizing cost and delay. For all of the reasons set forth above, I respectfully request appointment to serve on the PSC or in any leadership role the Court may deem appropriate.

Respectfully submitted,



Blair A. Nicholas

Enclosures